

PROFFERS

**1690 Old Meadow Holdings, LLC
RZ 2015-PR-014**

December 11, 2017
Revised August 6, 2018
Revised September 11, 2018
Revised November 21, 2018
Revised February 1, 2019
Revised March 6, 2019

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and Section 18-204 of the Zoning Ordinance of Fairfax County 1978, as amended (hereinafter referred to as the "Zoning Ordinance"), the property owner and Applicant, for itself and its successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffer that the development of the parcel under consideration and shown on the Fairfax County tax maps as Tax Map 29-4-((06))-101B and current VDOT right of way (the "Property") must be in accordance with the following conditions if, and only if, Rezoning application RZ 2015-PR-014 (this "Rezoning") is granted.

GENERAL

1. Conceptual Development Plan/Final Development Plan. The Property must be developed in substantial conformance with certain elements of the One Tysons East Conceptual Development Plan ("CDP")/Final Development Plan ("FDP") (collectively the "CDP/FDP") dated September 24, 2015 as revised through February 1, 2019, prepared by VIKA Virginia, LLC, KGD Architecture, and OEHME, Van Sweden Landscape Architecture. Notwithstanding the fact that the CDP and FDP are presented on the same plan, the proffered elements of the CDP are limited to the grid of streets, the general location of the points of access, the general location of the building and build-to-lines, the maximum and minimum gross floor area ("GFA"), the mix of uses, the minimum and maximum building heights, the general quality and character of the streetscape, and the amount, character, and general location of urban park land. Future amendments to such elements will require a subsequent Conceptual Development Plan Amendment ("CDPA") or Proffered Condition Amendment ("PCA"). Other elements of the CDP/FDP may be adjusted or modified with approval of future Final Development Plan Amendments ("FDPAs") in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance.
2. Minor Modifications. Minor modifications to the proffered elements of the CDP when necessitated by sound engineering or that may become necessary as part of FDP approval or final site design or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance may be permitted.
3. Fire Marshal. The Applicant has coordinated the layouts depicted on the CDP/FDP with

the Fire Marshal. Further changes to the CDP/FDP will be permitted in response to the review of site plans by the Fire Marshal, including adjustments to the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, provided such modifications are made in consultation with the Fairfax County Department of Planning and Zoning ("DPZ"), and the Fairfax County Department of Transportation ("FCDOT") and the Office of Community Revitalization ("OCR") and are in substantial conformance with the intent of the CDP, FDPs and these Proffers

PROPOSED DEVELOPMENT

4. Existing and Interim Development.

- A The Property is developed with an existing office building which contains approximately 12,952 square feet of GFA and surface parking lots (collectively, the "Existing Development"). The Existing Development is shown on the CDP/FDP and may remain in operation in its current form. The Applicant may make minor modifications to the Existing Development (which may require site plan approvals and building permits) and make interior and façade improvements to the Existing Development shown on the CDP/FDP without the need for a CDPA or FDPA.
- B Any non-residential use permitted in the PTC District may also be permitted as an interim use in the existing building subject to the Use Limitations in Section 6-505 of the Zoning Ordinance, as may be modified or waived.
- C Commercial off-street parking may be provided on an interim basis in existing surface lots on the Property without approval of an FDP. Prior to installing gated access for the commercial off-street parking, an operational analysis will be conducted regarding potential queues and the impact of the gated parking on the immediate street network. This analysis will be provided to FCDOT and the Virginia Department of Transportation (VDOT) for review and approval prior to the installation of any gate structure.

5. Proposed Development.

- A The maximum gross floor area ("GFA") permitted on the Property without the approval of a special exception is 152,443 square feet. The maximum GFA permitted on the Property pursuant to the approval of SE 2015-PR-029 is 282,161 square feet (the "Proposed Development"). This does not preclude the submission of the applicable amendment applications in the future to increase this GFA. The uses on the Property will be office and retail. The GFA of the various uses within the building will not be less than the minimum GFA or greater than the maximum GFA identified in the site tabulations on the CDP/FDP (the "Development Tabulations").

- B Retail use as identified in the Development Tabulations may include any non-residential use permitted by-right, by special exception or by special permit in the PTC District, as limited by Section 6-505 "use limitations," or uses accessory to the primary uses. Such Retail uses will be located as shown on the CDP/FDP, as may be refined and adjusted at the time of Site Plan approval.
- C Uses allowed by special exception or special permit in the PTC District may be authorized through a separate special exception or special permit process without the need for a PCA or CDPA, as determined by the Zoning Administrator.

6. Final Development Plan Amendments. Any FDPA approved for the Property must establish the range of GFA, and mix of uses for the building within the limits established by these Proffers and the CDP/FDP. The specific GFA for the building must be established at final site plan.

In addition, the following information must be provided with each subsequent FDPA filed on the Property, subject to modification with concurrence from the Department of Planning and Zoning ("DPZ") based on the relevance of the item to the specific FDPA request:

- Tree Canopy Calculations. A tabulation indicating the tree canopy calculations of the Property.
- TDM Supplement. A copy of the previous TDM Annual Report, if available, to determine progress toward attaining TDM goals and any planned modifications to the TDM program.
- Functional Drawings/Sight Distance. Functional drawings to include proposed right-of-way lines associated with public streets; vehicular sight distance lines at all intersections within, and adjacent to, the FDPA area overlaid on the Landscape Plan; and details with respect to utilities and/or vegetation conflicts with building entrances and/or intersections as presented on the CDP.
- Utilities. Approximate location of existing and proposed utilities to serve the area of the FDPA including the location of the any utility vaults and stormwater management facilities overlaid on the Landscape Plan.
- Proposed Uses. A list of proposed uses and demonstration of how such uses meet the applicable "Use Limitations" of Section 6-505 of the Ordinance.
- Architectural Elements. Specific information on architectural elements, build-to lines, and building heights as provided in Proffers 7, 8 and 9.
- Streetscape. A graphic depiction of, and any adjustments to, the activated streetscape elements.

- Garage/Loading and Service Area Treatments. Proposed parking garage façade designs and refined loading and service area designs and treatments.
- Landscaping and Streetscape Furnishings. Detailed landscape plans and submission of a "Streetscape Furnishing and Materials Plan".
- Parks and Recreation. For on-site parks, depiction of special amenity features.
- Provisions for Bicycles. Bicycle parking and storage.
- Parking Spaces. Refinement of the number of parking spaces.
- Stormwater Management. Identification of the location and preliminary design of the stormwater management facilities including the access points to underground vaults.

ARCHITECTURAL AND URBAN DESIGN

7. Architecture. The architectural treatment of the proposed building will use unifying elements such as materials, textures, color, window treatments, decorative details, lighting and landscaping as illustrated on the CDP/FDP. The Proposed Development will be designed of high-quality architecture and building materials that are typically used on the exterior of similar Class A office buildings, as depicted on the FDP. Design details such as building materials, architectural massing and fenestration, and specific features designed to activate the streetscapes are provided as shown on the CDP/FDP. The loading area door will be treated in an architectural manner that is in keeping with the architectural design of the building. Architectural plans, elevations, illustrations, materials and heights may be adjusted or modified subsequent to CDP/ FDP approval as a result of final architectural and engineering design without requiring CDPA, FDPA, PCA or other zoning approval, provided the quality of design remains in substantial conformance with that shown on the CDP and FDP and set forth in these Proffers, as determined by the Zoning Administrator.
8. Build-To Lines. A Build-To Line for the Proposed Development has been established on the CDP/FDP to create an urban, pedestrian-oriented environment where the building is located close to the street and pedestrian/streetscape areas are located between the buildings and streets. The building facades of the Proposed Development are intended to be configured in such a way as to provide a continuous street wall along this line as shown on the CDP/FDP, but modifications to the Build-To Line may be permitted, provided such modifications are in substantial conformance with the CDP/FDP. The Building Overhang Projection (beyond the Build-To Line) shown on Sheet A.402 of the CDP/FDP is permitted. Awnings and other architectural canopies attached to the buildings must not extend beyond the building zone, except as may be shown on the approved FDP.
9. Building Height. Building height, must not be less than the minimum heights or greater than the maximum heights identified in the Development Tabulations. Building heights provided in the Development Tabulations do not include rooftop structures that are typically excluded from the maximum height regulations as set forth in Sect. 2-506 of the Zoning Ordinance, such as penthouses and architectural design elements. All building

penthouses and rooftop structures will be integrated into the architecture of the building. Any rooftop parapet wall will not be greater than four (4) feet tall.

10. Telecommunications Equipment. Telecommunications equipment may be placed on the proposed building's rooftop. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets at street level. Screening measures may include integrating the facilities into the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas or other similar techniques.
11. Electrical Transformer Pad. The electrical transformer pad will be screened with a fence and a rolling gate in the location shown on the CDP/FDP. The height of the fence will vary depending upon the grade of the land and in order to create a sculptured effect, but in general will be 6 feet in height along the side facing Route 123 and a maximum of 12 feet in height along the side facing Old Meadow Drive. The fence and gate will be constructed of weathered metal panels with cut-outs. The gate will have concealed hinges and will meld into the pattern of the metal panels.
12. Activated Streetscapes and Ground Floor Elements. Activated streetscapes will be provided by designing and constructing streetscapes and exterior facades of ground floor areas adjacent to streets generally as described on the CDP/FDP and further described below. The provision of the referenced streetscape elements are subject to approval by VDOT and permission by the various entities controlling existing utility easements.
 - A Streetscape improvements and plantings, including sidewalks, will be provided as shown on the CDP/FDP. Notwithstanding the foregoing, the Applicant reserves the right, in consultation with Land Development Services (LDS) and DPZ, to shift the location of the streetscape improvements (including but not limited to trees, benches, waste receptacles, street lights, and all other streetscape elements) along the proposed streetscapes to accommodate final architectural design, utilities and layout considerations, and sight distance requirements so long as such modifications are in substantial conformance with the quantity and quality of the improvements shown on the CDP/FDP.
 - B The ground floor of the proposed building must have a minimum floor to floor height of at least 17 feet, not including areas with parking/mechanical/electrical equipment/back-of-house space and the like, to accommodate service commercial, retail, and/or office uses where such uses are shown on the CDP/FDP;
 - C Commercial entries and/or commercial lobbies with recessed and/or welcoming entries incorporating awnings or canopies (which may not extend beyond the building zone) as appropriate; retail uses will be designed with entry doors on the ground floor

- D Functioning entry doors into such applicable uses with a maximum separation of 100 feet or greater if shown on the CDP/FDP or as may be permitted by the Zoning Administrator;
- E A minimum of 70% transparent glazing for the primary pedestrian corridors of Old Meadow Drive and Dolley Madison Boulevard street walls up to a height of 12 feet above the adjacent sidewalk with building entrance openings and display windows considered to meet a portion of the transparency guidelines.

BUILDING PRACTICES

13. Green Building Certification.

- A The Applicant must include, as part of the building plan submission for the Proposed Development, a list of specific credits within the 2009 version of the U.S. Green Building Council's Leadership in Energy and Environmental Design Core and Shell (LEED-CS) rating system that the Applicant anticipates attaining.

As an alternative, a LEED or equivalent-accredited professional (the "LEED-AP") who is also a professional engineer or architect must provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-CS Silver certification of the building.

- B The Applicant must designate the Chief of EDRB as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

Prior to the issuance of a building permit for the Proposed Development, the Applicant will post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00/square foot of GFA, as shown on the approved site plan. This green building escrow must be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED-CS Silver certification, by the USGBC, under the project's registered version of the LEED- CS rating system. The provision to the EDRB of documentation from the USGBC that the Proposed Development has attained LEED-CS Silver certification will be sufficient to satisfy this commitment.

- C At the time LEED Silver certification is demonstrated to the EDRB, the escrowed funds and/or letter(s) of credit will be released to the Applicant.

If, prior to bond extension, reduction or final bond release for the Proposed Development's site plan, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED Silver certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to the County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Proposed Development's site plan.

If, prior to bond extension, release or final bond release for the Proposed Development's site plan, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED Silver certification or demonstrating that the building has fallen short of LEED Silver certification by more than three (3) points, the entirety of the escrow for the building will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for Proposed Development's site plan.

- D As an alternative to the actions outlined in the Paragraphs A, B, and C above, the Applicant may choose at its sole discretion to pursue a certification higher than LEED Silver certification, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED Gold certification.

Prior to building plan approval for the Proposed Site Plan, the Applicant must submit documentation, to EDRB demonstrating that LEED Gold precertification under the Core and Shell program has been attained for the building. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the

anticipated construction-related credits, will be sufficient to attain LEED-CS Gold certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED-CS Gold certification.

However, if the Applicant is unable to provide the precertification documentation prior to the building permit approval but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit, post an escrow identical to the one described in paragraph C above. This escrow will be released upon submission of the documentation to EDRB from the USGBC demonstrating that the building is anticipated to attain a sufficient number of credits to attain LEED Gold certification.

14. Energy Sustainability. To promote efficient, renewable and sustainable energy practices, the Applicant must provide the following:
 - A Electric Vehicle Charging Infrastructure. A minimum of one (1) electric vehicle recharging stations to serve two (2) parking spaces must be provided in the parking garage. Conduit and the necessary electrical power to facilitate additional future recharging stations in the garage must also be provided.
 - B Energy and Water Data. To the extent there are master electric, gas and water meters for the entire building, upon request by the County, the Applicant must provide to the County aggregated non-proprietary energy and water consumption data, as practicable, for the Property.
15. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to in-flight collisions with buildings, the Applicant will include one or more bird friendly design elements, as determined by the Applicant, in the design plans of the building. The bird friendly design elements may include, but not be limited to, the use of color, texture, opacity, fritting, frosting, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds, the angling of outside lights, curbing of excessive or unnecessary night-time illumination in commercial buildings, reduction of bird attracting vegetation, the use of decoys, and breaking of glass swaths. These elements will be specifically identified in the building permit submission set. Nothing herein will require the Applicant to obtain a bird-friendly LEED credit. Upon the issuance of a building permit for the building, the provisions of this Proffer will be deemed satisfied.

SITE DESIGN AND AMENITIES

16. Landscape Plan. The CDP/FDP includes a landscape plan for the Property consisting of an overall plan and details regarding streetscapes, publicly accessible park areas, courtyards and private amenity areas. Alterations and refinements to the landscaping may be made

with approval of a FDPA without the need for a PCA or CDPA. As part of the first and all subsequent site plan submissions for the Property, the Applicant must submit to the Urban Forestry Management Division of the DPWES ("UFMD") for review and approval a detailed landscape plan that is in substantial conformance with the quantity and quality of plantings and materials landscaping shown on the CDP/FDP depending upon the Phase being implemented by the site plan, and must include, among other things, irrigation information, design details for tree wells and other similar planting areas on structures and along streets. These details must include the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures. Adjustments to the type and location of plantings may be permitted to avoid conflicts with utilities and other site engineering considerations in consultation with UFMD.

17. Landscape Planting Pre-installation Meeting. Prior to installation of any plants to meet the requirements of the approved landscape planting plan, the contractor/developer shall coordinate a pre-installation meeting on the site with the landscape contractor, UFMD staff, and any additional appropriate parties. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved plan shall be reviewed and must be approved by UFMD staff prior to planting. The installation of plants not approved by UFMD may require the submission of a revision to the landscape plan or removal and replacement with approved trees/shrubs prior to bond release.

18. Streetscape. Streetscaping will be installed throughout the Property as depicted on the CDP/FDP. Streetscape elements will include: a landscape amenity panel located immediately behind the face of curb; a clear pedestrian sidewalk adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the building that is designed to allow access to the building and/or additional landscaping adjacent to residential uses and also storefront browsing, outdoor display, outdoor dining, and similar uses adjacent to Retail/Service uses.
 - A Trees in the Streetscape. Tree planting sites for each phase are set forth on the CDP/FDP, subject to revisions as may be approved at site plan review by the UFMD or necessitated by providing bus stop shelters, clear zone requirements, etc. The Applicant will retain the services of a certified arborist or Registered Consulting Arborist to monitor the design and inspect the planting of the trees and must notify UFMD in writing or by electronic mail no later than three business days prior to tree pit construction to allow for County inspection. Where minimum planting widths of 8 feet are not provided, structural cell technology, or other measures acceptable to UFMD, will be used to satisfy the following specifications for all planting sites:
 - i A minimum of 6 feet open surface width and 36 square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area, or as an option a grated covering of the open surface area;

- ii A minimum rooting area of 8 feet wide (may be achieved with techniques to provide un-compacted soil below hardscape areas within the pedestrian realm), with no barrier to root growth within four feet of the base of the tree in all directions;
- iii A minimum soil depth of four (4) feet as measured to the shallow most point of the tree pit;
- iv Soil volume for Category II and Category IV trees (as defined in Table 12.17 of the PFM) must be 700 cubic feet per tree for single trees, but may be reduced to a minimum of 500 cubic feet where necessary, such as where paving above rooting zones is necessary to accommodate pedestrian traffic or where utility locations preclude greater soil volume. For two trees planted in a contiguous planting area, a total soil volume of at least 600 cubic feet per tree must be provided. For three or more trees planted in a contiguous area, the soil volume must equal at least 500 cubic feet per tree. A contiguous area will be any area that provides root access and soil conditions favorable for root growth throughout the entire area. For planted areas with trees and perennial planting, 600 cubic feet per tree will be provided if not in conflict with existing underground utilities.
- v Soil specifications in planting sites must be provided in the planting notes to be included in all site plan submissions;
- vi All shade trees must be a minimum of 3 inches in caliper at the time of planting and may not exceed this caliper; all flowering trees must be a minimum of 2 inch caliper and a maximum of 2-1/2 inch caliper at the time of planting; and all new evergreen trees must be a minimum of eight (8) feet in height at the time of planting; Category II trees provided in the ROW on Route 123 will be a minimum of 2 inches in caliper and will not be greater than 2 1/2" caliper at planting to accommodate shallow utilities. All trees will properly maintained for the life of the tree according to industry standards.
- vii Tree zones must be installed with a fully automatic irrigation system except for bio-retention tree pits.

B Non-Invasive Plant Materials. Invasive species, as defined by the PFM, must not be used within the streetscape and landscaped open space areas.

- C Utility Locations. New utilities, including, but not limited to water, sanitary sewer and storm sewer utility lines, must be installed as shown on the CDP/FDP or must be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP/FDP as determined by UFMD, DPWES and LDS. If there is no other option, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as outlined in these proffers, as determined by the UFMD. Adjustments to the type and location of plantings may be permitted to avoid conflicts with utilities and other site engineering considerations.

Maintenance access points to SWM Facilities and electric vaults beneath the streetscape will be located outside clear pedestrian walkway zone of the streetscape, when feasible. If the access points must be located in the walkway zone, they must be designed as a lift out panel with the same paving materials as the walkway (subject to ADA requirements), be flush with the walkway, and meet ADA accessibility requirements.

- D Sight Distance Considerations. Adequate sight distance, per VDOT requirements, will be provided at all intersections/access points. If determined at the time of site plan approval that street tree locations conflict with sight distance requirements, the Applicant will investigate whether limited pruning or minor adjustments to the locations of street trees will alleviate sight distance concerns. In the event VDOT does not approve the tree locations even after the changes anticipated above, the Applicant will be permitted to relocate the affected street tree without the need for confirmation from DPZ, subject to approval by the UFMD.

- E Streetscape Furnishings, Materials and Lighting. Unified and high quality streetscape materials will be provided and may include, but not be limited to, unit pavers, seat walls, tree space edging, lighting, traffic signal poles, benches, trash receptacles and other hardscape elements, consistent with the Streetscape Furnishings Plan included within the CDP/FDP.

All new streetscape lighting will be energy efficient and will meet the Urban Design Guidelines (UDG), unless alternatives are approved by OCR, DPZ and DPWES. Street lighting will be consistent with that provided with the redevelopment on adjacent property subject to rezoning application RZ 2011-PR-010. All on-site, outdoor and parking garage lighting will not exceed that permitted under the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. All parking lot and building mounted security lighting will utilize full cut-off fixtures. Recessed lighting will be directionally shielded to mitigate the impact on the adjacent properties.

- F Signage and Wayfinding. Signage for the Property will be provided in accordance with the requirements of Article 12 of the Zoning Ordinance.

Alternatively, the Applicant may also seek approval of a Comprehensive Sign Plan ("CSP"). The placement of all signage on existing/planned public streets will be coordinated with VDOT for review and approval. Wayfinding signage and elements may be provided as a part of a larger CSP for the Tysons area. Such wayfinding signage shall be coordinated with the Tysons Partnership to facilitate a consistent wayfinding and signage system throughout the district, but shall not be subject to approval by Tysons Partnership. Wayfinding will provide direction to locations of prominent attractions, parks, cultural arts destinations, and other public amenities.

G Maintenance. The Applicant will maintain and replace in-kind all proposed pedestrian realm elements on the Property and in the right-of-way immediately adjacent to Property (including trees currently maintained by the County) notwithstanding the fact that any trees for which 10-year canopy credit is awarded will be maintained by or under the direction of a certified arborist. The pedestrian realm includes all areas between the back of curb and the back of the building zone whether located within the public right-of-way or on private land with public access easements. The Applicant will enter into the appropriate agreement, in a form approved by the Office of the County Attorney, with the County (or other public entity, as needed) to permit the Applicant to perform such maintenance or have such maintenance performed by a certified arborist, if applicable. An alternative maintenance agreement, such as a Business Improvement District, may be entered into upon written agreement of both the County and the Applicant without the requirement for a PCA. Maintenance commitments must commence coincidental with the Applicant's streetscape installation and will include, but not be limited to:

- i All plantings including trees, shrubs, perennials, and annuals;
- ii All associated irrigation elements;
- iii All hard surfaces;
- iv All streetscape furnishings including benches, bike racks, trash and recycling receptacles and non-standard structures;
- v All lighting fixtures, poles and brackets;
- vi All non-VDOT standard sign posts, traffic signal poles, pedestrian signal poles, mast arms, signal heads and control boxes;
- vii Snow removal;
- viii Leaf removal;

- ix Trash, recycling and litter removal;
- x Decorative retaining walls;
- xi Special drainage features, such a Low Impact Design facilities; and
- xii All urban park amenities including horticultural care, maintenance of all water features, irrigation, lighting, furnishings, paving, and art.

TRANSPORTATION

19. Private Service Drive. The full private service drive will be constructed as shown on the CDP/FDP provided the appropriate approvals are obtained from the adjacent property owner and provided the full private service drive is not constructed by others first. The private service drive will be maintained via a private agreement between property owners.
20. Old Meadow Road. The Applicant must construct improvements along the Property's Old Meadow Road frontage, with the exception of the frontage associated with the Metropolitan Washington Airports Authority's ("MWAA") intersection project #91887, to accommodate a half section of two lanes of traffic with a dedicated bike lane. If the improvements associated with said project #91887 will not be installed before or at the time the Applicant begins construction of the improvements on Old Meadow Road required in this proffer, the Applicant will coordinate with FCDOT on the construction of an interim condition. The interim condition will not require a PCA, CDPA or FDPA. Final design of the Old Meadow Road frontage must be coordinated with VDOT, FCDOT, and the Metropolitan Washington Airports Authority ("MWAA") prior to site plan submission. If the final design of Old Meadow Road is modified by VDOT, FCDOT, or MWAA as part of the intersection realignment, then Old Meadow road frontage improvements, including streetscape improvements, may be modified to accommodate the new design without the need for a PCA, CDPA, or FDPA.
21. Dedication of Right-of-Way. Prior to site plan approval, the Applicant will dedicate and convey to the Board of Supervisors, in fee simple and at no cost to the County, right-of-way along the Property's Old Meadow Road frontage to the back of the proposed sidewalk shown on the CDP/FDP.
22. Streetscape and Public Park Improvements at the Intersection of Old Meadow Road and Rt. 123. The Applicant will provide the streetscape and public park improvements as shown on the CDP/FDP for the interim condition, subject to the required permits from VDOT and Fairfax County, concurrent with the construction of the office building. Such improvements will be shown on the site plan for the office building. The Applicant will provide the expanded streetscape and public park improvements to include the elements from back of curb to the subject property line, as shown on the CDP/FDP for Phase 2 at such time as the County installs the Superstreet. Construction of the improvements will be

expressly conditioned upon the Applicant receiving right-of-way at no cost from VDOT or receiving permission from VDOT to construct the proposed improvements.

23. Traffic Signals.

- A If a traffic signal has not been installed at the intersection of Old Meadow Road and Colshire Meadow Drive at time of issuance of the initial Non-RUP for the proposed building, then the Applicant must conduct a Signal Justification Study for that intersection within twelve (12) months after the issuance of the first Non-RUP for the proposed building.
- B If a signal is deemed warranted at this intersection by VDOT after having reviewed the Signal Justification Study and approving the same for installation, then such traffic signals, including pedestrian enhancements as may be required by VDOT, must be designed, equipped and installed by the Applicant, utilizing any escrowed contributions for the signal received by the County, with the Applicant supplying the delta between the escrowed amount and the cost if one exists, no later than six (6) months after approval of the warrant.
- C For any signal warranted by VDOT, the Applicant will provide VDOT with the requisite traffic signal plans for review and approval. All right-of-way associated with signal equipment (poles, equipment boxes, etc.) on the Property not already dedicated will be placed in the appropriate easement(s) as determined by VDOT.
- D If a signal at the intersection is not warranted within twelve (12) months after the issuance of the first Non-RUP for the proposed building, then the Applicant's obligation to construct such signal is deemed null and void and the Applicant must instead escrow money towards the cost of future signalization by others based on the Applicant's pro-rata traffic share, which is equal to 50% of the cost of the signal.

24. Tysons Grid of Streets Transportation Fund. The Applicant must make a contribution to the County's Tysons Grid of Streets Transportation Fund for each square foot of new non-residential space constructed on the Property in keeping with the rates and applicable rate adjustments set forth in the Guidelines for the *Tysons Grid of Streets Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "Grid Guidelines"). This contribution is not subject to further adjustment outlined in Proffer 44 and will not apply to any public-use facilities constructed on the Property. The contribution must be paid on or before the issuance of the initial Non-RUP for the proposed building based on the actual GFA of non-residential space in the building.

The Applicant will receive and deduct such credits against the contributions as approved by the County in keeping with the Grid Guidelines.

25. Tysons-wide Transportation Fund. The Applicant must make a contribution to the County's Tysons-wide Transportation Fund for each square foot of new non-residential space constructed on the Property in keeping with the rates and applicable rate adjustments set forth the *Guidelines for the Tysons-wide Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "Tysons-wide Guidelines"). This contribution is not subject to further adjustment outlined in Proffer 44 and will not apply to any public-use facilities constructed on the Property. The contribution must be paid on or before the issuance of the initial Non-RUP for the proposed building based on the actual GFA of non-residential space in the building.

The Applicant will receive and deduct such credits against the contributions as approved by the County in keeping with the Tysons-wide Guidelines..

26. Route 123 Improvements. The Applicant will provide a contribution towards the reconstruction of Route 123 between the DAAR and I-495 as a super street or other access improvements in the Tysons East or North Central Districts, equal to \$0.126 for each square foot of new development constructed on the Property. Said contribution to Fairfax County will be made upon site plan approval for the building based on the site plan approved GFA for the building.

BICYCLE FACILITIES, BUS SHELTERS AND PEDESTRIAN IMPROVEMENTS

27. Bicycle Circulation. In combination with the street and streetscape improvements identified in these Proffers, the Applicant must provide an on-street bicycle lane and associated signage along the Property's frontage with Old Meadow Road as shown on the CDP/FDP and as may be adjusted pursuant to Proffer 18. Such striping will be subject to approval by VDOT.
28. Bicycle Parking. The Applicant must provide bicycle racks and bike storage in the general locations shown on the CDP/FDP. The publically accessible bike racks must be inverted U- style racks or other design compatible with the UDG and approved by Fairfax County Department of Transportation ("FCDOT"). The total number of bike parking/storage spaces must be consistent with the Fairfax County Policy and Guidelines for Bicycle Parking. Signage must be posted on the exterior side of buildings closest to entrances to bike parking/storage space to indicate bike parking/storage.
29. Marked Crosswalks. The Applicant must install marked pedestrian crosswalks at all signalized intersections adjoining the Property, subject to VDOT approval. The crosswalks will be installed concurrent with the installation of the signal.
30. Construction Management. Prior to the start of construction of the building on the Property, the Applicant must hold a meeting and invite The Regency, Encore, and The Colonies COAs, as well as with the management of the Dolley Madison Apartments and Sport and Health Club. The purpose of the meeting will be to provide information on planned construction activities and share the specifics of the construction congestion management plan described herein. The name and telephone number of a contact person for construction issues must be provided in writing to the Presidents of The Regency, Encore, and The

Colonies COAs, the management of the Dolley Madison Apartments and Sport and Health Club and the District Supervisor, and be posted on the Property, prior to the start of construction.

Outdoor construction activities on the Property can occur only between the hours of 7:00 a.m. and 9:00 p.m. Monday-Friday, and 8:00 a.m. to 9:00 p.m. on weekends and federal holidays, except for utility or road work that may be required at night. The Applicant must inform all contractors and subcontractors of the permitted hours of construction, and signs designating such construction hours will be published in both English and Spanish and posted at all construction entrances.

The Applicant must prepare and implement a construction congestion management plan through its development/construction manager and the TPM, as defined in Proffer 35, so as to ensure safe and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways adjoining the Property. The construction management plan must specify how sidewalk access will be provided along at least one side of Old Meadow Road and how the crosswalk at the intersection of Old Meadow Road and Dolley Madison will be handled during the course of construction. The construction management plan must also specify that one vehicular travel lane in each direction will be maintained on Old Meadow Road during the course of construction, except for temporary periods when construction work may limit access to one lane. The management plans must identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane, street or sidewalk closures, off-street construction worker parking, and/or other construction related activities to minimize disturbance on the surrounding street and sidewalk network. The Applicant must inform all contractors and subcontractors of the plans for constructed related traffic circulation and construction worker parking plan. Signs providing such information must be published in both English and Spanish and posted at all construction entrances. Such plan must be prepared by a qualified professional and submitted for review and comment to the VDOT, FCDOT and LDS prior to issuance of the building permit for each phase.

The Applicant must maintain the construction site in a secure and orderly manner and must provide for: 1) a County approved sedimentation control fence along the limits of disturbance of the construction site; 2) continuous construction fencing along Old Meadow Road, designed with screening material to block views into the construction site and prevent construction debris from blowing off the site; 3) location of trailers, materials, and equipment inside the construction fence; and 4) County approved temporary stormwater management systems.

PARKING

31. Zoning Ordinance Requirements. Parking on the Property must be provided in accordance with the CDP/FDP and the Zoning Ordinance. The exact number of spaces to be provided will be determined at the time of site plan approval based on the specific uses and final office GFA to be built.
32. Parking Controls.

- A The Applicant will be permitted to install and maintain parking controls on its existing surface parking lots, without the requirement for a FDP, in order to control Metro-related parking by the general public.
- B The Applicant will provide controlled access to the new parking garage.

33. Future Parking Revisions.

- A Zoning Ordinance Revisions. The Applicant reserves the right to provide parking at revised rates as may be permitted by a future amendment to the Zoning Ordinance. Optional use of revised rates will not require a FDPA, CDPA, or PCA, provided there is no increase in the size or height of above-grade parking structures.
- B Increases. The Applicant reserves the right to seek a special exception for an increase in parking for the Property; such special exception application will not require a FDPA, CDPA, or PCA, provided there is no increase in the size or height of above-grade parking structures.

TRANSPORTATION DEMAND MANAGEMENT

34. Tysons Transportation Management Association. The Applicant must contribute to the County funds for the establishment of a future transportation management association (the "TMA") as outlined below, which may be established for the Tysons Corner Urban Center and which all other Tysons property owners will also be required to contribute to:

- A The Applicant will make a one-time contribution to the establishment of this future TMA based on a participation rate of \$0.10 per gross square foot of new office uses to be constructed on the Property.
- B Twenty-five percent (25%) of the total contribution to the TMA must be paid upon issuance of the first Non-RUP for the proposed building. The remaining seventy-five percent (75%) of the total contribution must be paid in three (3) equal installments with the first installment one (1) year after the issuance of the first Non-RUP, the second installment two (2) years after issuance of the first Non-RUP, and the third installment three (3) years after issuance of the first Non-RUP.
- C If subsequent to the approval of this Rezoning, FCDOT approves the TMA as the administrator of TDM programs for the Tysons Corner Urban Center, then the Applicant may, in its sole discretion, join or otherwise become associated with such entity and transfer some functions of this TDM Program to the TMA. Further, if determined by FCDOT that a proactive, private TDM program is no longer necessary, the TDM structure in this proffer may be rendered null and void in whole or in part without the need for a PCA.

35. Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management (“TDM”) program that must be implemented by the Applicant, and subsequently, as appropriate, the property owner, to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the office uses constructed on the Property. All references to office uses regarding transportation demand management will be deemed to apply to newly constructed office uses.

A Definitions. For purposes of this Proffer, "Stabilization" will be deemed to occur one (1) year following issuance of the Non-RUP for the new office building to be constructed upon the Property. "Pre-stabilization" will be deemed to occur any time prior to Stabilization.

B Transportation Demand Management Plan. The proffered elements of the TDM Program as set forth below will be more fully described in a TDM Plan submitted by the Applicant concurrent with site plan submission, (the "TDM Plan"). It is the intent of this Proffer that the TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below. Any subsequent FDPA granted for the Property will be subject to the TDM Program and its new development incorporated into the TDM baseline.

C Trip Reduction Goals. The objective of the TDM Plan will be to reduce the number of weekday peak hour vehicle trips generated by the new office uses located on the Property through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Plan. In addition, the implementation of enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to employees and visitors to the Property.

i Baseline. The baseline number of weekday peak hour office vehicle trips for the Property against which the TDM Goals will be measured (as defined in subparagraph C.ii) will be derived upon the new office gross floor area site plan approved, constructed and occupied on the Property at the time traffic counts are conducted in accordance with subparagraph D.vi. (“Build Out”) or as qualified below and using the trip generation rates/equations applicable to such office uses as set forth in the Institute of Transportation Engineers, Trip Generation, 9th Edition for Land Use Code 710 for general office. If, at Build Out, the Applicant has constructed less gross floor area

than proposed in the FDP, then the Baseline Trip generation numbers applicable upon Build Out will be calculated as if the total gross floor area proposed had actually been constructed as reflected in the Operational Analysis for the Applicant prepared by Gorove/Slade dated April 6, 2018.

- ii TDM Goal. The TDM strategies must be utilized to reduce the P.M. peak hour vehicular trips by a minimum of 45% for the new office uses.
- D Process of Implementation. The TDM Program must be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein, and as coordinated with FCDOT, can be made without requiring a PCA.
- i TDM Program Manager. The applicant must appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for the Property. If not previously appointed, the TPM must be appointed by no later than sixty (60) days after the issuance of the Non-RUP. The TPM duties may be part of other duties associated with the appointee. The TPM must notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter, the TPM must do the same within ten (10) days of any change in such appointment.
 - ii Annual Report and Budget. The TPM must prepare and submit to FCDOT an initial TDM Work Plan ("TDMWP") and Annual Budget no later than 365 days after issuance of the first building permit for the building on the Property. Every calendar year after the first issuance of the Non-RUP, and no later than May 15, the TPM must submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property.

The Annual Report and Budget will be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report and Budget will be deemed approved and the program elements will be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM must meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM must submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

- iii TDM Account. The TPM must establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the TDMWP and TDM Budget. All interest earned on the principal must remain in the TDM Account and must be used by the TPM for TDM purposes.

Funding of the TDM Account must be in accordance with the budget for the TDM Program elements to be implemented in a year's TDMWP. In no event will the TDM Budget exceed \$5,000 (this amount will be adjusted annually from the date of rezoning approval for the Property (the "Base Year")) and must be adjusted on each anniversary thereafter of the Base Year in accordance with the Proffer 38. The TPM must provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account must be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account must be managed by the TPM.

- iv TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM must establish a separate interest bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund will be made one time on a building by building basis at the rate of \$0.10 per gross square foot of office uses on the Property. Funding must be provided by the building owners prior to the issuance of the Non-RUP for the building. This amount must be adjusted annually from the date of rezoning approval of the Property (the "Base Year") and must be adjusted on each anniversary thereafter of the Base Year based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) ("CPI-U") as permitted by VA. Code Ann. Section 15.2-2303.3. Funds from the TDM Remedy Fund must be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.

- v TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the building owner, through the TPM, will deposit contributions to fund a multimodal incentive program. Such contributions must be made one time basis at the rate of \$.01 per gross square foot of office uses to be constructed on the Property and provided prior to the issuance of the Non-RUP for the building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

vi Monitoring. The TPM must verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts must be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts must be conducted for the Property beginning one year following issuance of the Non-RUP for the building to be constructed on the Property. Person Surveys must be conducted every three (3) years and Vehicular Traffic Counts must be collected annually until the results of three consecutive annual traffic counts conducted upon Build Out show that the applicable trip reduction goals for the Property have been met. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding other portions of this Proffer below, Person Surveys and Vehicular Traffic Counts must thereafter be provided every five (5) years upon request from FCDOT. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

E Remedies.

- i If the Maximum Trips After Reduction for the Property (defined as 65% of the baseline number of P.M. weekday peak hour office vehicular trips for the Property) is exceeded as evidenced by the Vehicular Traffic Counts outlined above, then the TPM must meet and coordinate with FCDOT to address, develop and implement such reasonable remedial measures as may be identified in the TDM Plan and annual TDMWP.
- ii Such remedial measures must be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

Maximum Trips Exceeded	Remedy Expenditure
Up to 1%	No Remedy needed
1.1% to 3%	3% of Remedy fund

3.1% to 6%	6% of Remedy Fund
6.1% to 10%	10% of Remedy Fund
Over 10%	15% of Remedy Fund

iii There is no requirement to replenish the TDM Remedy Fund at any time.

- F Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Traffic Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM must meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.
- G Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined in this Proffer, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such surveys and vehicular traffic counts provided for by this Proffer. In the event a revised lower goal is established for the Property, the Maximum Trips After Reduction must be revised accordingly for the subsequent review period without the need for a PCA.
- H Continuing Implementation. The TPM will bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer. The TPM must continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.
- I Notice to Successor Owners. The current owner must advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), must be included in all initial and subsequent purchase documents.

- J Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the TPM will have sixty (60) days from date of notification of such failure within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the applicant will be subject to a penalty of \$75 per day not to exceed \$27,375 for any one incident. Such penalty will be payable to Fairfax County.

AFFORDABLE HOUSING

36. Non-Residential Contribution for Workforce Housing. The Applicant will select, within their sole discretion, one of the following two options for contributing toward the provision of affordable and/or workforce housing within Tysons Corner. This contribution will be made to the Board of Supervisors to be deposited in a specific fund to be used solely for this purpose within Tysons Corner and will be payable at the time of issuance of the first Non-RUPs for the proposed building to be constructed on the Property. The options will consist of either (i) a one- time contribution of \$3.00 for each square foot of GFA of proposed office use excluding any ground level retail/services uses and public uses, or (ii) an annual contribution of \$0.25 for each square foot of GFA of proposed office use excluding any ground level retail/services uses and public uses continuing for a total of sixteen (16) years.

PARKS AND RECREATIONAL FACILITIES

37. Publicly Accessible Parks. The Applicant will provide park space on the Property that will be open and accessible to the public as depicted on the CDP/FDP. The Applicant will retain the area(s) in fee simple, record public access easement(s) ensuring that the park space is open to the public for periods of time consistent with urban parks, and provide for perpetual private maintenance. A physical demarcation in the form of pavement markings or some other method of differentiating the publicly accessible park areas and walkways from the private outdoor amenity areas on the ground floor level will be installed. A signage system will be developed in coordination with FCPA at the time of site plan approval and installed by the Applicant to ensure the public can easily identify and access the publicly accessible park spaces. The Applicant will contract with an artist to custom create the public art/sculpture elements, the location of which is depicted on the CDP/FDP. The art will be installed prior to bond release.

The publicly accessible park is identified on the CDP/FDP as “Urban Park Area, On-Site” and “Urban Park Area, Off-Site”. These Urban Park Areas, approximately 5,365 square feet in Phase 1 and 5,365 square feet in Phase 2, are located at the intersection of Route 123 and Old Meadow Road. A substantial portion of this plaza area is located within VDOT controlled excess right-of-way and its use and design is subject to approval from VDOT.

On-site park elements in both Phase 1 and Phase 2 will include seating at varied heights/levels, conversation areas, hard and softscape, lighting, and public art/sculpture

elements. Any off-site park elements in the public right-of-way will be subject to VDOT approval.

PUBLIC FACILITIES

38. Public Facility Contribution. To address the Comprehensive Plan's recommendations for the provision of public facilities in Tysons, the Applicant will establish an interest bearing account referred to herein as the "Public Facility Fund" and will deposit \$1.77 for each square foot of new space constructed on the Property. The construction will be based on the actual GFA in the building and will be deposited prior to the issuance of the first Non-RUP for the Property. Upon thirty (30) day written notice from Fairfax County, the Applicant will release the funds in the Public Facility Fund, including any accrued interest, to Fairfax County or its designee for use in the acquisition, design and construction of public facilities serving the Tysons area.
39. Amenities and Facilities for Tenants. The Applicant will provide on-site outdoor amenity facilities for tenants of the Property consistent with those shown on the CDP/FDP, specifically the roof space amenity on top of the podium. The specific facilities and amenities to be provided within the area will be determined at site plan.
40. Athletic Field Contribution. To address the Comprehensive Plan's recommendations regarding the provision of athletic fields in Tysons, the Applicant must contribute \$2.48 per square foot of new development to the acquisition and development of athletic fields serving the Tysons area. The final contribution must be based on the actual GFA constructed and must be due at the issuance of the first Non-RUP for the building.

STORMWATER/ENVIRONMENTAL

41. Stormwater Management (SWM). The Applicant must implement stormwater management techniques to control the quantity and quality of stormwater runoff from the Property in accordance with the Fairfax County Stormwater Management Ordinance as reviewed and approved by LDS. Stormwater management facilities/Best Management Practices ("BMPs") must be provided as generally depicted on the CDP/FDP. The Applicant reserves the right to pursue additional or alternative stormwater management measures provided the same are in substantial conformance with the CDP/FDP.

Stormwater Management measures for the Subject Property must be designed to protect receiving waters downstream of Tysons Corner by reducing runoff from impervious surfaces using a progressive approach. This progressive approach must, to the maximum extent practicable, subject to the determination of LDS, retain on-site and/or reuse the first inch of rainfall. Proposed SWM and Best Management Practice (BMP) facilities may include infiltration facilities (where applicable), rainwater harvesting/detention vaults, runoff reducing and other innovative BMPs.

Plans submitted subsequent to this rezoning shall identify the use of certain LID techniques that will aid in runoff volume reduction. As a part of the LID techniques proposed, the

Applicants may provide vegetative green roofs, urban bio-retention tree pits, and rainwater harvesting. Other LID techniques may include, but not be limited to, tree box filters, pervious hardscapes/streetscapes, and stormwater reuse for landscape irrigation and air conditioning unit makeup water.

Additionally, the SWM facilities must be designed to accommodate not just the pre-developed (existing) peak release rates, but also strive to preserve and/or improve the pre-developed (existing) runoff volumes and reduce pollutant runoff as contemplated within the stormwater management-related credits of the project's registered version, or the most current version, of the U.S. Green Building Council's applicable LEED rating system (e.g., for LEED-NC 2009, the Stormwater Design-Quantity Control and Stormwater Design-Quality Control credits [Sustainable Sites 6.1 and 6.2]). The above noted SWM Facilities must be designed, to the maximum extent practicable, to meet the requirements of the stormwater management-related credits of the project's registered version or the most current version of the U. S. Green Building Council's applicable LEED rating system for the building based upon the LEED Boundary identified with the building.

In the event of a future FDPA, the Applicant must provide calculations showing the proposed volume reductions and must work cooperatively with LDS and DPZ to ensure that the stormwater management measures that would be sufficient to meet the requirements of the aforementioned LEED credits will be provided and that the first inch of rainfall will be retained or reused to the maximum extent practicable. Supporting information must be included, as part of each FDP submission, that is of sufficient detail, subject to LDS's determination in coordination with the Environment and Development Review Branch of DPZ, to demonstrate the viability of the proposed stormwater management strategy for the area subject to the FDP. This information shall include the following:

- For any BMP involving infiltration of water into the ground, soil testing information documenting that the soil will be able to support the proposed infiltration measure(s).
- For any measure involving storage and reuse of stormwater runoff, documentation supporting assumed levels of water usage.

Any FDPA must include the location and preliminary design of the SWM facilities including the access points to underground vaults. Access points, detailed at the time of FDPA, must be located outside of the landscape amenity panel of the streetscape.

With the submission of the site plan, the Applicant must provide refined calculations illustrating conformance with the proposed volume reductions shown on the FDP or FDPA. The specific SWM facilities must be determined at the time of site plan, and as may be approved by the LDS. While it is anticipated that compliance with the goal of retaining and/or reusing the first inch of rainfall and meeting the requirements of the aforementioned LEED credits will be confirmed at site plan by utilizing the proposed retention credits identified by Fairfax County as part of its stormwater spreadsheet, the Applicant reserves the right to utilize any combination of LID measures (existing and future) to meet this goal,

subject to the review and approval of LDS. Similarly, if all other County suggested stormwater alternatives have been attempted, the Applicant reserves the right to over detain the runoff from a one-inch rainfall to a release rate that mimics that of a "good" forested condition.

Where it is the Applicant's intent to use a rainwater harvesting system (RWHS) for stormwater credit, variations in reuse water demand may create fluctuations in draw down of the RWHS tank(s). If storage time will exceed 10 days, due to seasonal variation in demand, the Applicant will have the right to discharge excess volumes off site during non-rainfall periods in a manner and at release rates as allowed by the PFM or as approved by the Director of LDS. To the extent practicable, such discharges must mimic release rates from a good forested condition for a significant majority of rainfall events, and/or excess volume must be directed to other facilities using a "treatment train" approach, if possible, as approved by the Director of LDS. If for any reason the designed dedicated end use(s) becomes unavailable because of some change, the Applicant must provide an approved alternative end use or install a properly designed BMP treatment system to achieve runoff reduction and treatment of the runoff.

42. Stream and Riparian Buffer Restoration. Prior to the issuance of the first Non-Residential Use Permit on the Property, the Applicant shall contribute the sum of \$0.25 per gross square foot of site plan approved development to the Fairfax County Park Authority for use in the restoration of Scott's Run Stream Valley Park.
42. Noise. Concurrent with site plan submission, the Applicant will submit a noise study to document noise levels associated with Rt. 123 and to determine what, if any, attenuation measures may be needed to attain an interior noise level of no more than 50 dBA LDN for the occupied office use areas within the building. Such study will be submitted to DPZ for review. Based upon the findings of the study, the Applicant will identify areas of the building on the site plan where interior noise attenuation measures are necessary and will document the specific measures to be taken on the site plan.

MISCELLANEOUS

43. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required transportation and park improvements proffered have been delayed (due to, but not limited to an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, etc.) beyond the timeframes specified, the

Zoning Administrator may agree to a later date for completion of these transportation improvement(s).

44. Adjustment in Contribution Amounts. All monetary contributions specified in these proffers must adjust on a yearly basis from the base year of 2019 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) ("CPI-U"), both as permitted by Virginia State Code Section 15.2-2303.3, except for contributions to the Tysons Grid of Streets Transportation Fund and the Tysons-wide Transportation Fund, which are subject to separate annual adjustments by the Board of Supervisors.
45. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to "Applicant" in this proffer statement must include within its meaning and must be binding upon Applicant's successor(s) in interest and/or the owners from time to time of any portion of the Property during the period of their ownership. Once portions of the Property are sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and will no longer be binding on the seller or other transferee.
46. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered must be deemed an original, and all of which taken together must constitute but one and the same instrument.

[SIGNATURES BEGIN ON NEXT PAGE]

1690 Old Meadow Holdings, LLC
Applicant and Title Owner of 29-4((6))101B

By: _____

Printed Name: _____

Title: _____